

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold and/or transferred** all your shares in China Innovation Investment Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**CHINA INNOVATION INVESTMENT LIMITED**

**中國創新投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1217)**

**PROPOSED GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Innovation Investment Limited (“the Company”) to be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 13 May 2016 at 11:00 a.m. (“Annual General Meeting”) is set out in Appendix III to this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting at the meeting or at any adjourned meeting thereof (as the case may be) should you so desire.

6 April 2016

## DEFINITIONS

*In this circular, the following expressions have the following meaning unless the context requires otherwise,*

“AGM”	the annual general meeting of the Company to be held at 26/F, No.9 Des Voeux Road West, Sheung Wan, Hong Kong on 13 May 2016 at 11:00 a.m., a notice of which is set out in Appendix III to this circular
“Articles”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	CHINA INNOVATION INVESTMENT LIMITED 中國創新投資有限公司, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Company Law”	the Companies Law of the Cayman Islands for the time being in force
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	30 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange
“Memorandum”	the memorandum of association of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, Macau Special Administration Region of the People’s Republic of China and Taiwan
“Registrar”	Union Registrars Limited, the branch share registrar of the Company in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent



**CHINA INNOVATION INVESTMENT LIMITED**

**中國創新投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1217)**

*Executive Directors:*

Mr. Xiang Xin (*Co-Chairman and Chief Executive Officer*)  
Mr. Chan Cheong Yee  
Mr. Li Zhou

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Non-executive Directors:*

Mr. Jook Chun Kui Raymond  
Mr. Sun Kuan Chi  
Ms. Chen Jiajing (*Co-Chairman*)  
Ms. Jiang Linlin  
Mr. Wang Wei

*Principal place of business:*

26/F  
No. 9 Des Voeux Road West  
Sheung Wan  
Hong Kong

*Independent non-executive Directors:*

Mr. David Wang Xin  
Mr. Zang Hong Liang  
Mr. Lee Wing Hang

*Alternate director:*

Ms. Kung Ching

6 April 2016

Dear Shareholder(s),

**PROPOSED GENERAL MANDATES TO  
REPURCHASE AND ISSUE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the proposed general mandates to repurchase and issue Shares, the extension of the general mandate to issue Shares and (ii) the proposed re-election of Directors.

## **LETTER FROM THE BOARD**

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the last annual general meeting of the Company held on 22 May 2015, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the forthcoming AGM. At the AGM, the Board will propose an ordinary resolution to grant a general and unconditional mandate to the Directors to exercise all powers of and on behalf of the Company to purchase securities with number of Shares not exceeding 10% of the total number of Shares of the Company in issue at the date of passing of the resolution (the “Repurchase Mandate”). In accordance with the Listing Rules, an explanatory statement as set out in Appendix I to this circular is required to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the resolution to be proposed.

### **GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 22 May 2015, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively.

1,395,000,000 Shares have been allotted and issued in June 2015 pursuant to a placing agreement entered into at a price of HK\$0.134 per Share pursuant to the general mandate to issue Shares granted at the AGM held on 22 May 2015.

Such mandates granted at the AGM held on 22 May 2015 will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate that is a general and unconditional mandate to allot, issue and deal with Shares of up to 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution granting such mandate.

At the AGM, the Directors will propose ordinary resolutions to grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares with an number of Shares not exceeding 20% of the total number of Shares of the Company in issue at the date of passing of the resolution and the number of Shares purchased by the Company pursuant to the authority granted to the Directors referred to in the Repurchase Mandate.

As at the Latest Practicable Date, the Company had an aggregate of 8,514,385,753 Shares in issue, assuming that no further Shares are repurchased or issued from the Latest Practicable Date up to the date of AGM, it is expected that the refreshment of the general mandate will result in the Directors being authorised to allot and issue up to 1,702,877,150 new Shares.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 99(1) of the Articles of Association of the Company, Mr. Chan Cheong Yee, Mr. Sun Kuan Chi and Mr. Lee Wing Hang shall retire by rotation and, being eligible, shall offer themselves for re-election at the forthcoming annual general meeting of the

## **LETTER FROM THE BOARD**

Company. In accordance with Article 98(3) of the Articles of Association of the Company, Ms. Chen Jiajing, Ms. Jiang Linlin and Mr. Wang Wei shall retire and, being eligible, shall offer themselves for re-election at the forthcoming annual general meeting of the Company.

Details of the above Directors who are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **ANNUAL GENERAL MEETING**

The notice convening the AGM, which contains, inter alia, relevant resolutions to approve the general mandate for Directors to issue and repurchase Shares, re-election of Directors, is set out on pages 14 to 17 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the AGM in accordance with the instructions printed thereon.

### **ACTION TO BE TAKEN**

A form of proxy for use by the Shareholders at the AGM, and at any adjournment thereof is enclosed with this circular.

Whether or not you propose to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrars and Transfer Office in Hong Kong, Union Registrars Limited at Suite 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so wish.

**LETTER FROM THE BOARD**

**RECOMMENDATION**

The Directors are of the opinion that the proposals referred to in this circular are in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**China Innovation Investment Limited**  
**Xiang Xin**  
*Co-Chairman and  
Chief Executive Officer*

6 April 2016

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

### **1. REASON FOR REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase shares of the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 8,514,385,753 Shares in issue and there were 557,938,575 Shares available for issue under the Share Option Scheme which represents approximately 6.55% of the issued share capital of the Company.

Subject to the passing of the relevant resolution approving the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 851,438,575 Shares.

### **3. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles and the applicable laws of the Cayman Islands. The Companies Law of the Cayman Islands provides that the amount of capital repaid in connection with a share repurchase must have been provided for out of the profits of the Company and/or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase to such an extent allowable under the Companies Law of the Cayman Islands.

An exercise of the Repurchase Mandate in full at any time during the proposed purchase period would have a material adverse impact on the working capital but not on the gearing position of the Company as compared with the position disclosed in its most recent published audited financial statements in the 2015 annual report. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	0.106	0.033
May	0.161	0.073
June	0.200	0.133
July	0.155	0.040
August	0.087	0.052
September	0.081	0.062
October	0.093	0.069
November	0.091	0.071
December	0.075	0.059
<b>2016</b>		
January	0.079	0.065
February	0.076	0.051
March (up to Latest Practicable Date)	0.119	0.072

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to Ordinary Resolution No. 5 and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company nor have any such connected persons have undertaken not to sell any of the Shares held by them to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

#### 6. TAKEOVERS CODE

If, as a result of a Share repurchase, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the substantial Shareholders (as defined in the SFO) and in the event that the Directors exercise the Repurchase Mandate in full, shareholding percentage of the substantial Shareholders under the SFO would be as follows:

Name	Approximate percentage of shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Haitong Guotai Management Scheme 1 (“Haitong Guotai”)	27.75%	30.83%
Guotai Investment Holding (Group) Company Limited (“Guotai Investment”) ( <i>note 1</i> )	27.75%	30.83%
Guard Max Limited	7.29%	8.10%
Zhang Gui Sen ( <i>note 2</i> )	7.29%	8.10%
Harvest Rise Investments Limited	0.27%	0.30%
New Times Global Capital Inc. ( <i>note 3</i> )	0.27%	0.30%

*Notes:*

1. Haitong Guotai is a trust wholly and beneficially owned by Guotai Investment. Accordingly, Guotai Investment is interested in the shares of the Company held by Haitong Guotai.
2. Guard Max Limited is a private company wholly and beneficially owned by Mr. Zhang Gui Sen. Mr. Zhang Gui Sen is deemed to have interest in 616,680,000 shares held by Guard Max Limited.
3. Harvest Rise Investments Limited is a private company wholly and beneficially owned by New Times Global Capital Inc.. Accordingly, New Times Global Capital Inc. is interested in the shares and the underlying shares of the Company held by Harvest Rise Investments Limited. Ms. Kung Ching, spouse of Mr. Xiang Xin, owns 100% share of New Times Global Capital Inc. and is also the director of New Times Global Capital Inc.

If the present shareholdings remained the same, the shareholding of Haitong Guotai, Guard Max Limited and Harvest Rise Investments Limited would be increased to approximately 30.83%, 8.1% and 0.3% respectively of the issued share capital of the Company in the event that the Repurchase Mandate is exercised in full. The Directors have no present intention to exercise the repurchase proposal to such an extent as would result in takeover obligations.

## 7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not purchased, sold or redeemed any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Stated below is the details of the Directors who will retire and be eligible for re-election at the AGM.

**Mr. Chan Cheong Yee (“Mr. Chan”)**, aged 52, an executive director of the Company and is a member of the executive committee of the Company. Mr. Chan holds a bachelor degree of science majoring in finance and he is a registered and licensed person under the Securities and Futures Ordinance to carry on regulated activities in dealing in securities, advising on securities, dealing in futures contracts and undertaking asset management. Mr. Chan is currently the sales director and the responsible officer of China Everbright Securities (HK) Limited and has been in the financial and investment field for over 20 years. Mr. Chan is directly involved in identifying investment opportunities, conducting due diligence, performing valuation, monitoring performance of investment portfolios and providing investment and divestment recommendations. Mr. Chan is the executive director of China Investment and Finance Group Limited, executive director of China Investment Development Limited, executive director of Capital VC Limited, executive director of China New Economy Fund Limited, which are listed on the main board respectively, and also the executive director of Bingo Group Holdings Limited, and China Trends Holdings Limited, which are listed on GEM. Mr. Chan is also an executive director of Alpha Returns Group PLC, an investment company listed on AIM of London Stock Exchange. Mr. Chan joined the Company in June 2003.

Mr. Chan has not entered into a director service contract with the Company. Mr. Chan has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Chan is entitled to a director’s fee of HK\$60,000 per annum as determined and based on duties and responsibilities for acting as an executive Director.

Save as disclosed above, Mr. Chan does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Chan is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Chan did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Chan that was required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

**Mr. Sun Kuan Chi (“Mr. Sun”)**, aged 67, was the Ph.D. degree holder from Georgetown University and Master degree holder from The Johns Hopkins University in Computer Science. Mr. Sun is currently the CEO of Hughes Network Technology (Beijing) Limited and has extensive experience in satellite mobile internet. Mr. Sun joined the Company on 10 December 2013.

Mr. Sun has not entered into a director service contract with the Company. Mr. Sun has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Sun is entitled to a director’s fee of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Mr. Sun does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Sun is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Sun did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Sun that was required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

**Ms. Chen Jiajing** (“**Ms. Chen**”), aged 29, a co-chairman of the Board, a chairman and general manager of Guotai Investment. Ms. Chen is experienced in business and enterprise management and Ms. Chen is also the founder of the “ILY” theory of modern enterprise management system. Ms. Chen actively participated in social activities and was elected as the member of 11th Committee of Shanghai Youth Federation. Ms. Chen received her bachelor’s degree in Finance from Donghua University and the master’s degree in Urban Economics and Management from Shanghai University of Finance and Economics. Ms. Chen is currently a co-chairman of the board of director and non-executive director of China Trends Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. Ms. Chen joined the Company on 2 February 2016.

Ms. Chen has not entered into a director service contract with the Company. Ms. Chen has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Ms. Chen is entitled to a director’s fee of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Ms. Chen does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Ms. Chen is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Chen did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Ms. Chen that was required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

**Ms. Jiang Linlin** (“**Ms. Jiang**”), aged 31, joined Guotai Investment in 2015 and currently an assistant of president of Guotai Investment. Ms. Jiang has many years of experience in business operation and enterprise management and worked as the project manager of ILParco company and the consultant of Swarovski company before joining Guotai Investment. Ms. Jiang received her bachelor’s degree from Donghua University and the master’s degree from Domus Academy in Italy. Ms. Jiang is currently a non-executive director of China Trends Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. Ms. Jiang joined the Company on 2 February 2016.

Ms. Jiang has not entered into a director service contract with the Company. Ms. Jiang has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Ms. Jiang is entitled to a director's fee of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Ms. Jiang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Ms. Jiang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Ms. Jiang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Ms. Jiang that was required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

**Mr. Wang Wei** (“**Mr. Wang**”), aged 37, joined Guotai Investment in 2015 and currently a deputy chief supervisor of Guotai Investment. Mr. Wang worked in economic crime investigation department of Shanghai Public Security Bureau. Mr. Wang is experienced in handling economic cases which plays an effective role in supervising the compliance of enterprise operation. Mr. Wang holds the bachelor's degree from Shanghai Police College. Mr. Wang is currently a non-executive director of China Trends Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Wang joined the Company on 2 February 2016.

Mr. Wang has not entered into a director service contract with the Company. Mr. Wang has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Wang is entitled to a director's fee of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as a non-executive Director.

Save as disclosed above, Mr. Wang does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Wang is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Wang did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Wang that was required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

**Mr. Lee Wing Hang** (“**Mr. Lee**”), aged 47, is the partner of L & L PARTNERS Certified Public Accountants (Practising). Mr. Lee holds a bachelor degree in accountancy from Australia. Mr. Lee has over 15 years of experience in corporate finance, accounting, auditing and taxation sectors. Mr. Lee is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Lee joined the Company in December 2006.

Mr. Lee has not entered into a director service contract with the Company. Mr. Lee has not been appointed for a specific term and will be subject to retirement and re-election by the Shareholders pursuant to the Articles. Mr. Lee is entitled to a director's fee of HK\$30,000 per annum as determined and based on duties and responsibilities for acting as an independent non-executive Director.

Save as disclosed above, Mr. Lee does not hold any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Mr. Lee is not connected with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, Mr. Lee did not hold directorship in other listed companies in the last three years preceding the date of this circular nor was there any other information relating to Mr. Lee that was required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

**CHINA INNOVATION INVESTMENT LIMITED****中國創新投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1217)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of China Innovation Investment Limited (the “Company”) will be held at 26/F, No. 9 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 13 May 2016 at 11:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2015.
2. To re-elect the retiring Directors of the Company and to authorise the board of Directors of the Company to fix their remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorise the board of Directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass the following resolution, with or without amendments, as an Ordinary Resolution:

**“THAT**

- (a) subject to paragraph 4(b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase the securities of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;

(b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph 4(a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing of this resolution, and the authority pursuant to paragraph 4(a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until, whichever is the earliest of:

(i) The conclusion of the next annual general meeting of the Company;

(ii) The expiration of the period within which the next annual general meeting of the Company is required by the law or the Articles of Association of the Company to be held; and

(iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.”

5. To consider and, if thought fit, pass the following resolution, with or without amendments, as an Ordinary Resolution:

**“THAT**

(a) subject to paragraph 5(c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph 5(a) above shall authorise the Directors of the Company to make or grant offers, agreements and options during the Relevant Period (as hereinafter defined) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(a) above, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined);

(ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;

- (iii) the exercise of options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares in the share capital of the Company to officers and/or employees of the Company and/or any of its subsidiaries; and
- (iv) any scrip dividend or similar arrangement providing for the allotment of shares in the share capital of the Company implemented in accordance with the Articles of Association of the Company;

shall not exceed 20% of the total number of Shares of the Company in issue as at the date of passing of this resolution, and the authority pursuant to paragraphs 5(a) and 5(b) above shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until, whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the law or the Articles of Association of the Company to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors of the Company to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass the following resolution, with or without amendments, as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to and in accordance with resolution 5 above and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the number of Shares repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing of the said resolution.”

By Order of the Board  
**China Innovation Investment Limited**  
**Xiang Xin**  
*Co-Chairman and*  
*Chief Executive Officer*

Hong Kong, 6 April 2016

*Notes:*

- (a) A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the Annual General Meeting is entitled to appoint proxy to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the Annual General Meeting and vote in person. In such event, his form of proxy will be deemed to have been revoked.
- (b) A form of proxy for use at the Annual General Meeting is enclosed. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's Branch Share Registrar, Union Registrars Limited, at Suite 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding such meeting.

As at the date of this notice, the executive Directors of the Company are Mr. Xiang Xin (*Co-Chairman*), Mr. Chan Cheong Yee, Mr. Li Zhou; the non-executive Directors are Mr. Jook Chun Kui Raymond, Mr. Sun Kuan Chi, Ms. Chen Jiajing (*Co-Chairman*), Ms. Jiang Linlin and Mr. Wang Wei; the independent non-executive Directors are Mr. David Wang Xin, Mr. Zang Hong Liang and Mr. Lee Wing Hang, Ms. Kung Ching is an alternate director to Mr. Xiang Xin.